

Stamp and Return

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)
UNIT HOLDERS OF WAVERLY HALL)
TELEPHONE, LLC)
Transferors)
AND)
WAVERLY HALL HOLDINGS, INC.)
Transferee)
FOR CONSENT TO TRANSFER CONTROL)
PURSUANT TO SECTION 214 OF THE)
COMMUNICATIONS ACT OF 1934,)
AS AMENDED)

FCC/MELLON

JUN 30 2005

File No. _____

JOINT APPLICATION FOR STREAMLINED TRANSFER OF CONTROL

The Unit Holders of Waverly Hall Telephone, LLC ("Waverly Hall") and Waverly Hall Holdings, Inc. ("WHH") hereby request streamlined Commission authorization to transfer control of Waverly Hall. Inasmuch as affiliates of WHH provide interstate and international telephone toll services,¹ the proposed transaction is subject to the Commission's prior authorization despite the fact that neither Waverly Hall nor any of its current affiliates is engaged in the provision of interstate or international service.²

¹ For example, Oregon Farmers Mutual Long Distance, Inc., an affiliate of WHH by virtue of significant common ownership interests, provides interstate and international service.

² In the Matter of Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations, Declaratory ruling and Notice of Proposed Rulemaking, CC Docket No. 01-150, 16 FCC Rcd 14,109 (2001) ("Declaratory Ruling").

The proposed transaction entails the purchase of 100% of the issued and outstanding ownership units of Waverly Hall by WHH. WHH contemplates that the proposed change in ownership will be transparent to Waverly Hall subscribers because service will continue to be provided by Waverly Hall, and WHH intends to maintain local management and existing employees.

Section 63.04 Application

In accordance with the requirements of Section 63.04 of the Commission's Rules, the applicants submit the following information:

(1) Name, address and telephone number of each applicant:

Transferors

Ms. Mary E. Jones-Bowden
Mary Eunice Jones Family Partnership, LP
c/o Waverly Hall Telephone, LLC
PO Box 100
Waverly Hall, GA 31831
Telephone: (706) 582-3333
Facsimile: (706) 582-1111

Transferee

Waverly Hall Holdings, Inc.
Attention: Patrick L. Eudy
President
756 Tyvola Road, Suite 100
Charlotte, NC 28217
Telephone: (704) 665-9036
Facsimile: (888) 698-7975

(2) Government, state or territory under the laws of which each corporate or partnership applicant is organized:

Transferor Mary Eunice Jones Family Partnership, LP is a Georgia limited partnership. WHH is a Delaware corporation.

- (3) Name, title, post office address, and telephone number of the officer or contact point to whom correspondence concerning the application is to be addressed:

For the Applicant

Ms. Mary E. Jones-Bowden and
Mary E. Jones-Bowden, General Partner, Mary Eunice Jones Family Partnership, LP
c/o Waverly Hall Telephone, LLC
PO Box 100
Waverly Hall, GA 31831
Telephone: (706) 582-3333

For the Transferee

Waverly Hall Holdings, Inc.
Attention: Patrick L. Eudy
President
756 Tyvola Road, Suite 100
Charlotte, NC 28217
Telephone: (704) 665-9036

With a copy to Counsel for Transferors and Transferee:

Sylvia Lesse, Esquire
Kraskin, Moorman & Cosson, LLC
2120 L Street, N.W., Suite 520
Washington, D.C. 20037
Telephone: (202) 296-8890

- (4) Name, address, citizenship and principal business of any person or entity that directly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities:

TRANSFERORS:

Waverly Hall Telephone, LLC

	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Ms. Mary E. Jones-Bowden	3%	USA	Telecom
Mary Eunice Jones Family Partnership, LP	97%	USA	Investment

Owners of Waverly Hall Telephone, LLC (con't)

Mary Eunice Jones Family Partnership, LP

	<u>%</u>	<u>Citizenship</u>	<u>Principal Business</u>
Ms. Mary E. Jones-Bowden	<u>Equity</u> 59% GP interest	USA	Telecom
Bobby Jones	40% LP Interest	USA	Telecom

TRANSFeree:

Waverly Hall Holdings, Inc. (a Delaware corporation)

	<u>%</u>	<u>Citizenship</u>	<u>Principal Business</u>
American Broadband Acquisition Corp.	<u>Equity</u> 100%	USA	Telecom

American Broadband Acquisition Corp. (a North Carolina corporation)

	<u>%</u>	<u>Citizenship</u>	<u>Principal Business</u>
ABB Holdco, Inc.	<u>Equity</u> 100%	USA	Telecom

ABB Holdco, Inc. (a Delaware corporation)

	<u>%</u>	<u>Citizenship</u>	<u>Principal Business</u>
American Broadband Communications, LLC	<u>Equity</u> 49%	USA	Telecom
Signal Equity Partners II, LP	27% ³	USA	Investments

³ Signal Equity Partners II, LP also holds non-voting, preferred stock.

American Broadband Communications, LLC⁴

	<u>%</u> <u>Equity</u>	<u>Citizenship</u>	<u>Principal</u> <u>Business</u>
William H. Tucker	50%	USA	Telecom
Patrick L. Eudy ⁵	47.5%	USA	Telecom

Signal Equity Partners II, LP

	<u>%</u> <u>Equity</u>	<u>Citizenship</u>	<u>Principal</u> <u>Business</u>
Signal Equity Advisors II, LLC	2.94% GP	USA	Investments
Garden House, LLC ⁶	58.9% LP	USA	Investments
Eurazeo ⁷	23.5% LP	France	Investments
Burden Direct Investment Fund III	111.76% LP	USA	Investments

Signal Equity Advisors II, LLC

	<u>%</u> <u>Equity</u>	<u>Citizenship</u>	<u>Principal</u> <u>Business</u>
Timothy P. Bradley	23.3%	USA	Investments
Alfred J. Puchala, Jr.	22.3%	USA	Investments
Christian Nolen	19.6%	USA	Investments
Malcolm C. Nolen	19.6%	USA	Investments
Charles T. Lake, II	11.2%	USA	Investments

The foregoing reflects all general partnership interests and all 10% or more derivative equity interests in applicants.

⁴ American Broadband Communications, Inc., ("ABCI"), a sister corporation to American Broadband Communications LLC ("ABCL"), holds 40% of American Georgetown, Inc., which, in turn, owns 100% of Georgetown Telephone Company, an Incumbent Local Exchange Carrier ("ILEC") in Mississippi. Signal Equity Partners II, LP ("Signal"), owns the remaining 60% of American Georgetown, Inc. ABCI also holds 49% of Northwest Missouri Holdings, Inc., which, in turn, holds 100% of Oregon Farmers Mutual Telephone Company, an ILEC in Missouri. Signal owns the remaining 51% of Northwest Missouri Holdings, Inc. ABCL owns 49% of Eastern Kansas Holdings, Inc., which, in turn, owns 100% of S & A Telephone Company, Inc., a Kansas ILEC. Signal owns the remaining 51% of Eastern Kansas Holdings, Inc. ABCL owns 49%, and Signal owns 51% of Pymatuning Holding Company, which owns 100% of the Pymatuning Independent Telephone Company, a Pennsylvania rural ILEC. ABCL will, pursuant to contract, provide management services to Waverly Hall and Waverly Hall Holdings, Inc.

⁵ Mr. Eudy owns 60% of Dialog Telecommunications, a competitive local exchange carrier operating in Kentucky, Mississippi and North Carolina.

⁶ Eliot Nolen, a US citizen, owns approximately 95% of Garden House, LLC and does not own or control other communications businesses.

⁷ Eurazeo indirectly owns approximately 15.2% of Eutelsat, which it holds through a 66% interest in BlueBirds (which holds a 23% interest in Eutelsat). Eutelsat provides communications services in Europe and the Indian Ocean Region. Eurazeo also owns a 11% interest in Distacom, which owns companies providing mobile telephone service in Hong Kong and India.

(5) Certification pursuant to 47 C.F.R. Sections 1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

The parties to this application hereby certify, pursuant to 47 C.F.R. Sections 1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

(6) Description of the Transaction:

Pursuant to the terms of a purchase agreement among Applicants, all membership interests in Waverly Hall will be purchased by WHH. Upon closing, Waverly Hall will continue to provide service to its subscribers.

(7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

Description of Waverly Hall Service Area

Waverly Hall is a rural telephone company, operating 1 exchange in rural portions of Harris and Talbott Counties, Georgia. It serves approximately 1500 access lines, covering approximately 111 square miles.

Description of WHH Affiliate Service Areas

As noted, WHH affiliates provide local exchange service in rural areas in the states of Mississippi (approximately 400 access lines), Missouri (approximately 1300 access lines), Pennsylvania (approximately 2400 access lines) and Kansas (approximately 100 access lines). In addition, WHH affiliates provide interstate and international interexchange service to approximately 430 customers.

(8) Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment:

This application is suitable for streamlined consideration pursuant to 47 CFR 63.03(b)(2). The proposed transaction would result in Transferee and its affiliates having considerably less than a 10 percent share of the interstate, interexchange market. Transferee affiliates provide competitive telephone exchange services exclusively in geographic areas served by dominant local exchange carriers which are not parties to this transaction, and the combination of all subscriber lines served by the local exchange company affiliates of Transferee have, in combination, fewer than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide.⁸ Moreover, there are no overlapping or adjacent service areas as between Waverly Hall and any of Transferee's ILEC or CLEC affiliates.

(9) Identification of all other Commission applications related to the same transaction:

Inasmuch as Waverly Hall holds no radio licenses, there are no other applications filed or to be filed with respect to the proposed transaction.

(10) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

No party to the application is requesting special consideration because of imminent business failure.

⁸ The parties and their affiliates serve a very small fraction of the 3,660,000 access lines that constitute two percent of the Nation's estimated 183,000,000 access lines. Source: "Federal Communications Commission Releases Study on Telephone Trends," Federal Communications Commission News Release, at 1 (May 6, 2004).

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:

There are no separately filed waiver requests being sought in conjunction with the transaction.

(12) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets.

WHH affiliates have a track record of providing quality basic and advanced telecommunications services to its subscribers. WHH submits that Waverly Hall subscribers will enjoy the benefits of expanded communications and information service capabilities while, at the same time, continuing to enjoy dependable and affordable basic telephone services. In addition, Waverly Hall subscribers will benefit from increased efficiencies which will result from joint administration. Accordingly, the parties respectfully submit that the public interest will be served by grant of this application.

Respectfully submitted,

**Unit Holders of Waverly Hall Telephone, LLC
and
Waverly Hall Holdings, Inc.**

By: _____


Sylvia Lesse
Their Counsel

Kraskin, Moorman & Cosson, LLC
2120 L Street, NW, Suite 520
Washington, DC 20037
TEL: 202/296-8890

DECLARATION OF PATRICK L. EUDY

I, Patrick L. Eudy, President of Waverly Hall Holdings, Inc., do hereby declare under penalties of perjury that I have read the foregoing "JOINT APPLICATION FOR STREAMLINED TRANSFER OF CONTROL" and that the information contained therein regarding Waverly Hall Holdings, Inc., and its affiliates is true and accurate to the best of my knowledge, information and belief.

Dated: 6/27/05

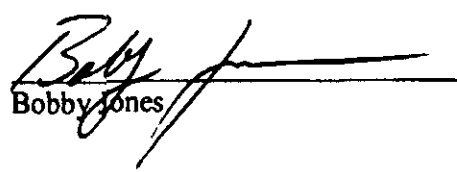


Patrick L. Eudy

DECLARATION OF BOBBY JONES

I, Bobby Jones, Vice-President of Waverly Hall Telephone, LLC, do hereby declare under penalties of perjury that I have read the foregoing "JOINT APPLICATION FOR STREAMLINED TRANSFER OF CONTROL" and that the information contained therein regarding Waverly Hall Telephone, LLC and its affiliated is true and accurate to the best of my knowledge, information and belief.

Dated: 6-27-05


Bobby Jones

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0390
Page 1 of 4

(1) LOCK BOX # 358145		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (If paying by credit card enter name exactly as it appears on the card) Lessee, Sylvia		(11) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 2120 L Street, NW, Suite 520			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20037
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-296-8890		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0010900918		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Unit Holders of Waverly Hall Telephone, LLC			
(14) STREET ADDRESS LINE NO. 1 PO Box 100			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Waverly Hall		(17) STATE GA	(18) ZIP CODE 31831
(19) DAYTIME TELEPHONE NUMBER (include area code) 706-582-3333		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0004333043		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00	FCC USE ONLY	
(28A) FCC CODE 1	(29A) FCC CODE 2		
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1	(29B) FCC CODE 2		
SECTION B - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Sylvia Lessee</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Sylvia Lessee</u>		DATE <u>6/30/05</u>	
SECTION C - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX <u>X</u> DISCOV _____			
EXPIRATION DATE _____			
AC	me described		
156	DATE <u>6/30/05</u>		
916	DATE <u>6/30/05</u>		

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No. <u>2</u> of <u>2</u>		SPECIAL USE FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME Waverly Hall Holdings, Inc.		
(14) STREET ADDRESS LINE NO. 1 756 Tyvola Road, Suite 100		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Charlotte	(17) STATE NC	(18) ZIP CODE 28217
(19) DAYTIME TELEPHONE NUMBER (include area code) 704-665-9036	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 00013702881	(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

Certificate of Service


I, Sylvia Lesse, of Counsel to Kraskin, Moorman & Cosson, LLC, do hereby verify that on this thirtieth day of June, 2005, I caused to be sent via First Class US Mail, postage prepaid, the foregoing "JOINT APPLICATION FOR STREAMLINED TRANSFER OF CONTROL" to the following:

The Hon. Sonny Perdue
Office of the Governor
Georgia State Capitol
Atlanta, Georgia 30334

US Department of Defense
Assistant Secretary of Defense for C3I
100 Defense Pentagon, Room 3E712
Washington, DC 20301-1000

US Department of State
EB/CIP/SCA
Room 4826
2001 C Street, NW
Washington, DC 20520

*Tracey Wilson-Parker
Competition Policy Division
Wireline Competition Bureau
Federal Communications Commission
445 12th St, SW
Washington, DC 20554


Sylvia Lesse

*via hand delivery